Amendments to the Specification:

Please replace the paragraph beginning at page 4, line 12 with the following amended paragraph:

Referring to Figs. 1 and 2, a multi-layer garment system **28** includes a primary garment **10** that consists of a thermal layer **12**, and a shell **14**. The thermal layer **12** is made of a fleece material, e.g., any one of the many fleece or insulation materials that are commonly included in garments used for everything from Himalayan expeditions to back-to-school jackets. Suitable fleece materials include, e.g., ~~for example,~~ fleece materials ~~that are~~ commercially available from Malden Mills Industries, Inc., of Lawrence, Massachusetts USA under the trademark ~~tradename~~ Polartec® Classic® fleece products. Fleece materials are available in a variety of weights, colors, and textures. Another suitable fleece material is a double-face velour fabric described in U.S. ~~patent~~ Patent No. 6,196,032. The double-face velour provides improved dynamic insulation performance while avoiding increased weight and/or loss of stretch or flexibility. Polartec® Windpro® fabric available from Malden Mills, Inc., is an example of double-face velour.

Please replace the paragraph beginning at page 4, line 23 with the following amended paragraph:

Other suitable materials for use in the thermal layer **12** include insulating textiles that have at least one raised surface. For example, suitable textiles having a raised surface include high loft sweater-knits and micro-grid fabrics, such as those commercially available from Malden Mills Industries, Inc. under the trademark Polartec® Thermal Pro® ~~tradename Polartec® Thermal Pro®~~ fabrics. For example, a thermal layer consisting of a high loft sweater-knit may have a pile height in the range of about 8/32 inch to about 12/32 inch on both the front portion and the back portion.

Please replace the paragraph beginning at page 6, line 23 with the following amended paragraph:

As the user becomes more active, the user's body produces heat and moisture. Referring to FIG. 5, the thermal layer **12** made of fabric **50** is designed to wick away moisture **52** and minimize heat loss. The perspiration **52** generated by the user is pulled through the fabric **50** and allowed to escape as vapor **54** on the opposite face of the fabric **50**. The thermal layer **12**, worn close to the skin, should be breathable and non-absorbent. The fabric **50** ~~wick the~~ wicks moisture away from the user and does not absorb or hold the moisture next to the user. This allows the fabric **50** to ~~aid the person's~~ facilitate a wearer's natural cooling process by allowing perspiration vapor to escape and regulating the temperature next to the ~~person's~~ skin. This fabric **50** allows ~~the user~~ a wearer to stay dry and comfortable when the user is active, ~~with no~~ without perspiration buildup to make the user feel cold.

Please replace the paragraph beginning at page 7, line 1 with the following amended paragraph

The shell **14** has a lower portion **16** and an upper portion **18**. The lower portion **16** is made of a fabric that provides wind resistance and water resistance. A wind resistant fabric ~~is a fabric having an~~ has air permeability between about 1 ~~cubic feet per minute (~~cfm~~)~~ and 10 cfm (measured using the air permeability test method ASTM D-737). This level of wind resistance generally ~~prevents~~ sharply reduces heat loss from convection. Wind resistance is based on the wind speed relative to the person, which is often more pertinent in action sports. For example, a person biking at 10 ~~miles/hour (~~mph~~)~~ into a 5 mph headwind would feel a total wind speed of 15 mph.

Please replace the paragraph beginning at page 7, line 8 with the following amended paragraph

A water resistant fabric ~~is a fabric that uses~~ has a coating or dense weave to ~~prevent~~ resist saturation of a garment. Water resistant fabrics shed or repel water. ~~The~~ and they have ~~a~~ very good water repellence and provide some resistance to hydrostatic pressure. However, they are not waterproof. Unlike a waterproof fabric with a very high resistance to hydrostatic pressure,

water resistant fabrics are not able to withstand water entry pressure resulting from active use in extended wet weather. ~~and~~ As a result, these fabrics will become wet when exposed to ~~these~~ such conditions. Water resistance is measured using a variety of tests, such as water repellency rating using method AATCC 22-1980, hydrostatic pressure rating using method ASTM D751, and moisture vapor transmission rating using method ASTM E-96. The fabric of the lower portion **16** is not only wind resistant and water resistant but also lightweight and comfortable.

Please replace the paragraph beginning at page 7, line 18 with the following amended paragraph:

The upper portion **18** can be made waterproof. A waterproof fabric ~~must be able to resist~~ resists water entry under hydrostatic pressure resulting from active use in extended wet weather. These activities include walking in wind-driven rain or kneeling or sitting on a wet surface. The upper portion provides protection against precipitation while allowing the shell to maximize breathability and comfort.

Please replace the paragraph beginning at page 7, line 23 with the following amended paragraph:

Suitable fabrics for the shell include waterproof breathable textiles that are laminated or coated with a hydrophobic porous or non-porous membrane layer. An example of this type of fabric is a woven, nylon or polyester fabric, with about a 180 x 120 yarn count, and about a 30/26 FF yarn (a finesse of 30 denier with 26 strands and the yarn is filament and flat, i.e. straight without crimp or texture). This type of fabric ~~would~~ typically produces an air permeability of about 6 cfm and very good water repellence. The entire shell **14** is constructed of the same fabric with the upper portion **18** being covered with a breathable membrane. The membrane increases the fabric's wind and water resistance while maintaining a degree of breathability. The membrane can be applied as a laminate or a coating. The laminate ~~can comprise~~ includes, e.g., a breathable membrane of PTFE, polyurethane, or polyester ~~polyether~~. The coating ~~can comprise~~ includes, e.g., a polymer selected from the group consisting of acrylic,

polyurethane, ~~or~~ and silicon polymer. The uncoated or unlaminated lower shell fabric **16** provides resistance to wind and rain and high dynamic breathability. The combination of protection maximizes breathability and resistance to the elements. This method of construction also reduces the number of seams of the shell, thereby increasing the shell's resistance to water and decreasing manufacturing costs.

Please replace the paragraph beginning at page 9, line 8 with the following amended paragraph:

Polartec® Wind Pro® fabric, a versatile fabric for all four seasons and a range of activities, is an example of a suitable fabric for shell **14**. Polartec® Wind Pro® uses micro-fibers and a very tight knit construction to create a fabric that is ~~4-5~~ four to five times more wind resistant than traditional fleece yet retains 85% of the breathability. A ~~4-way~~ four-way stretch version of this fabric has a sheer face, which significantly improves durability and water repellency four-way stretch versions are commercially available from Malden Mills Industries, Inc. under the ~~tradenames~~ trademarks Polartec® Power Shield® and Polartec® Aqua Shell® fabrics. The shell **14** is not limited to the above fabrics. The shell fabric can be woven non-stretch or stretch in one direction or both directions. The shell **14** can contain elastomeric yarn, such as spandex or lycra.